

**MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC**

1700 LINCOLN STREET, SUITE 4550  
DENVER, CO 80203  
(303) 830-0800  
www.MarkusWilliams.com  
TAX ID 84-1292298

May 12, 2017

Invoice No.: 96077

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.002 Restructure/Reorganization

**PROFESSIONAL SERVICES:**

			Hours	
04/04/2017	JFT	Review and revise client files to ensure proper notice purposes.	2.00	190.00
	BTH	Review docket and draft various motions to continue and related orders (1.2); Correspondence with insurance companies re pending matters (.2).	1.40	413.00
04/05/2017	JFT	Continue review and revisions to client files for notice purposes.	2.00	190.00
04/12/2017	JFT	Continue review and revisions to client files for notice purposes.	5.00	475.00
	BTH	Correspondence with client re payments to be made and forecasted payments for use of cash collateral (.2).	0.20	59.00
04/14/2017	JFT	Continue review and revisions to client files for notice purposes.	3.00	285.00
04/20/2017	JFT	Continue review and revisions to client files for notice purposes.	4.00	380.00
04/21/2017	JFT	Continue review and revisions to client files for notice purposes.	1.50	142.50
04/25/2017	JFT	Continue review and revisions to client files for notice purposes.	3.00	285.00
04/26/2017	JFT	Continue review and revisions to client files for notice purposes.	1.00	95.00
		<b>TOTAL SERVICES</b>	23.10	2,514.50
		<b>TOTAL THIS INVOICE</b>		2,514.50
		Previous Balance		\$4,613.13
05/10/2017		Payment received		-4,613.13
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$2,514.50</u>

Your trust account balance is

	Opening Balance	\$159,533.19
04/21/2017	Ck #5866	17,360.13
04/24/2017	February Interim Billing Payment	-17,360.13
05/09/2017	25% Holdback on Fees Oct to Feb	
	PAYEE: MARKUS WILLIAMS YOUNG & ZIMMERMANN LL	-40,597.25
05/10/2017	Ck #6134	26,622.37
05/10/2017	March Interim Billing Payment	
	PAYEE: MARKUS WILLIAMS YOUNG & ZIMMERMANN LL	-26,622.37
	Closing Balance	<u>\$118,935.94</u>

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Invoice No.: 96078

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.004 Cash Collateral

**PROFESSIONAL SERVICES:**

			Hours	
04/13/2017	BTH	Phone conference with T. Woznick to address budget for use of cash collateral (.3); Review cash collateral extension agreement and advise client of the same (.4); Review cash collateral budget and forward the same to T. Woznick (.4).		
			<u>1.10</u>	<u>324.50</u>
<b>TOTAL SERVICES</b>			1.10	324.50
<b>TOTAL THIS INVOICE</b>				324.50
Previous Balance				\$501.50
05/10/2017		Payment received		-501.50
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$324.50</u>

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May 12, 2017

Invoice No.: 96079

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.007 Required Reports

**PROFESSIONAL SERVICES:**

			Hours	
04/10/2017	BTH	Review documents for continued use of cash collateral and forward the same to T. Woznick.	0.30	88.50
04/20/2017	BTH	Review, finalize and file monthly operating report for March 2017 (1.2).	1.20	354.00
<b>TOTAL SERVICES</b>			1.50	442.50
<b>TOTAL THIS INVOICE</b>				442.50
Previous Balance				\$472.00
05/10/2017		Payment received		-472.00
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$442.50</u>

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May 12, 2017

Invoice No.: 96080

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.008 Claims

**PROFESSIONAL SERVICES:**

			Hours	
04/05/2017	BTH	Review and revise claims spreadsheet.	0.30	88.50
04/11/2017	BTH	Address issues with notice of Plan and related Plan documents on known claimants (1.2).	1.20	354.00
	JFY	Review and analyze status of certain tort claims and issues related thereto (0.8).	0.80	316.00
04/12/2017	BTH	Attention to notice issues for additional claimants (.4).	0.40	118.00
04/25/2017	BTH	Address creditor inquiry regarding filed plan documents (.4).	0.40	118.00
04/28/2017	JFY	Review and analyze claims estimation procedures proposed by unsecured creditor's committee (0.8); Continue to review and analyze case law provided by Committee re their concerns re estimation procedures (0.4).	1.20	474.00
		<b>TOTAL SERVICES</b>	4.30	1,468.50
		<b>TOTAL THIS INVOICE</b>		1,468.50
		Previous Balance		\$5,072.00
04/24/2017		Payment received		-1,094.13
05/10/2017		Payment received		-3,977.87
		Total Payments		-5,072.00
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>1,468.50</u>

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May 12, 2017

Invoice No.: 96082

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.010 Creditors Committee

**PROFESSIONAL SERVICES:**

			Hours	
04/03/2017	BTH	Correspondence to S. Goldstein re continuance of pending matters.	0.10	29.50
04/17/2017	BTH	Phone conference with S. Goldstein to address open issues with Plan documents (1.1); Review files and reservation of rights letters and forward the same to S. Goldstein (.5).	1.60	472.00
04/27/2017	BTH	Phone conference with S. Goldstein (.3); Review prior correspondence sent to counsel for the Tort Claimants and forward the same to S. Goldstein (.4).	0.70	206.50
		<b>TOTAL SERVICES</b>	2.40	708.00
		<b>TOTAL THIS INVOICE</b>		708.00
		Previous Balance		\$265.50
04/24/2017		Payment received		-118.00
05/10/2017		Payment received		-147.50
		Total Payments		-265.50
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$708.00</u>

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May 12, 2017

Invoice No.: 96084

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.012 Tort Litigation

**PROFESSIONAL SERVICES:**

			Hours	
04/03/2017	JMS	Correspondence re extension of initial hearing in adversary proceeding.	0.20	62.00
04/04/2017	JMS	Draft and file motion for extension of initial conference; Conference with J. Smiley re same.	0.50	155.00
		<b>TOTAL SERVICES</b>	0.70	217.00
		<b>TOTAL THIS INVOICE</b>		217.00
		Previous Balance		\$4,382.50
04/24/2017		Payment received		-4,185.00
05/10/2017		Payment received		-197.50
		Total Payments		-4,382.50
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$217.00</u>

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May 12, 2017

Invoice No.: 96085

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.013 Insurance Issues

**PROFESSIONAL SERVICES:**

			Hours	
04/10/2017	SRR	Telephone conference(s) with B. Hunsicker, J. Young and J. Salisbury re insurance claims; Research insurance policies and review memos.	1.20	450.00
	SRR	Telephone conference(s) with B. Hunsicker and research bad faith claims.	0.60	225.00
		<b>TOTAL SERVICES</b>	1.80	675.00
		<b>TOTAL THIS INVOICE</b>		675.00
		Previous Balance		\$442.50
04/24/2017		Payment received		-324.50
05/10/2017		Payment received		-118.00
		Total Payments		-442.50
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$675.00</u>

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May 12, 2017

Invoice No.: 96086

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.014 Plan and Disclosure Statement

**PROFESSIONAL SERVICES:**

			Hours	
04/03/2017	JMS	Conference with B. Hunsicker re outstanding issues re plan and disclosure statement.	0.40	124.00
	BTH	Address open issues with drafting of Plan and Disclosure Statement.	0.70	206.50
	JFY	Review and analyze plan confirmation issues (0.7); Review and analyze status of negotiations with Committee re agreed upon plan (0.3).	1.00	395.00
04/04/2017	BTH	Phone conference with C. Caby re Disclosure Statement (.3); Phone conference with J. Salisbury re drafting of Plan (.3).	0.60	177.00
04/05/2017	BTH	Continue drafting and revising Plan, Glossary to Plan and Disclosure Statement.	7.20	2,124.00
	BTH	Correspondence with S. Goldstein re status of Plan filing.	0.30	88.50
	JFY	Review and analyze plan issues (0.6); Conference with Committee re same (0.2).	0.80	316.00
04/06/2017	BTH	Continue drafting, reviewing and revising Plan, Plan Glossary and Disclosure Statement.	6.20	1,829.00
	JFY	Review and analyze term sheet issues with Committee in regard plan (0.5)	0.50	197.50
04/07/2017	BTH	Phone conference with S. Goldstein re issues with personal injury trust (.4); Research re issues with potential mediation procedures (.4).	0.80	236.00
04/10/2017	JMS	Review and revisions to plan; Conference with B. Hunsicker re same.	2.50	775.00
	JMS	In depth review of the Gainsco case; Conference with B. Hunsicker and J. Young as to how that case affects the proposed plan and insurance counsel's concerns thereunder.	1.90	589.00

			Hours	
	BTH	Research re potential issues with assignment of bad faith claims under Wyoming law (1.4); Phone conference with J. Young and others re assignment of bad faith claims (.6); Review previous motions re exclusivity and file additional request for extension (.7); Additional review and revisions to Plan (.7).	3.40	1,003.00
	JFY	Review and analyze issues related to insurance coverage and assignment of Debtor's insurance claims to litigation trust under the Plan.	1.90	750.50
04/11/2017	JMS	Continued review and revisions to plan of reorganization; Review Gainsco decision as to affects on plan mediation process; Conference with B. Hunsicker re same.	2.60	806.00
	BTH	Incorporate additional revisions into Plan and Disclosure Statement and address the same with J. Salisbury (1.7); Review potential rejection of separation agreement (.3); Correspondence with CEO re Plan and Plan-related documents (.2); Correspondence with S. Goldstein re status of Plan (.3); Review Plan and Plan Term Sheet and create summary of terms for purposes of drafting Note and Security Agreement (.9); Correspondence with H2C re updating liquidation analysis (.4).	3.80	1,121.00
	JFY	Review and revise plan to address certain issues involving tort claimants (1.7).	1.70	671.50
04/13/2017	BTH	Phone conference with A. Sears (Hansen) re status of Plan (.3); Review materials for purposes of liquidation analysis and forward the same to M. Lane (H2C) (.5); Address issues re release of pre-petition debts of tort claimants (.2); Initial review of trust documents from UCC (1.2); Address open issues to ensure timely filing of Disclosure Statement and Plan and Plan-related documents (1.6).	3.80	1,121.00
	JFY	Review and analyze plan issues and term sheet with Committee re same.	0.50	197.50
04/14/2017	JMS	Initial review of proposed trust documents; Conference with B. Hunsicker re same.	0.50	155.00
	BTH	Additional review and revisions to Disclosure Statement and Plan (1.6); Correspondence with various parties re draft Plan documents (.2); Address open issues with Plan with J. Salisbury (.4); Additional review of tort trust documents (1.0); Address open issues with J. Young (.3).	3.50	1,032.50
04/17/2017	KTS	Draft note and security agreement.	1.60	576.00
	BTH	Address open issues with Plan documents.	1.30	383.50
	JFY	Prepare for conference with counsel for UCC and review and analyze proposals made by UCC re plan (0.5); Conference with counsel for UCC re plan modification issues and issues involving term sheets and settlement with unsecured creditors committee re consensual plan of reorganization (1.1).	1.60	632.00
04/18/2017	KTS	Revise promissory note and security agreement.	0.60	216.00

		Hours	
	BTH Phone conference with T. Copenhaver re open issues with Plan documents (.7); Phone conference with T. Odom re open issues with Plan Documents (.3); Correspondence with Bank re Plan treatment of Bank debt and UCC note and security agreement (.4); Review Plan Term Sheet, Plan and Disclosure Statement and draft summary of distributions for purposes of cash-flow projections (1.8); Review and revise UCC note and security agreement and confirm consistent with Plan documents (1.7); Correspondence with parties in case re draft UCC note and security agreement (.3).	5.20	1,534.00
	JFY Review and analyze note and security agreement to accompany plan of reorganization.	1.80	711.00
04/19/2017	JMS Initial review of committee changes to the plan and disclosure statement.	0.90	279.00
	BTH Phone conference and correspondence with M. Lane (H2C) re open issues with Plan (.4); Phone conference with J. Young to discuss open issues with Plan documents (.6); Phone conference and correspondence with S. Goldstein re open issues with Plan documents (.4); Advise client on status of Plan filing and open issues (.3); Review and continue to revise Plan documents (1.8).	3.50	1,032.50
	JFY Review and analyze plan issues and necessary modifications to plan in light of current negotiations with Unsecured Creditor's Committee (1.3); Review and analyze status of negotiations with Unsecured Creditor's Committee (0.4); Review and revise note and security agreement to be attached to plan (0.8).	2.50	987.50
04/20/2017	JMS In depth review of committee's revisions to plan and disclosure statement; legal research re effect of discharge upon insurance companies; conferences with B. Hunsicker re same.	2.20	682.00
	BTH Phone conference with C. Caby re Plan provisions regarding District (.6); Review proposed revisions to Plan note and security agreement from parties and revise accordingly (.7); Addition review and revisions to Plan, Disclosure Statement and Plan-related documents (2.7).	4.00	1,180.00
04/21/2017	JMS Legal research regarding corporate discharges and requirements for same; correspondence re affect of the discharge upon claims against insurer.	1.50	465.00
	BTH Revise Plan and Plan documents including Glossary (1.6); Phone conference with S. Goldstein re Plan and Plan documents (.8); Phone conference with T. Copenhaver re Plan and Plan documents (.8); Review suggested changes and revisions to Plan and Plan documents by various parties (1.8); Research re treatment of insurance related issues in Chapter 11 Plan (.8); Phone conferences with J. Young and J. Salisbury to address open issues with Plan and Plan documents (.7).	6.50	1,917.50
	JFY Review and analyze various plan modifications and strategies for resolving disputes with Committee.	1.20	474.00
04/22/2017	BTH Continue review and revisions to Debtor's Chapter 11 Plan (5.1); Continue review and revisions to Personal Injury Trust (2.8).	7.90	2,330.50
04/23/2017	BTH Additional review and revisions to Debtor's Disclosure Statement (3.5).	3.50	1,032.50

			Hours	
	JFY	Review and revise plan in an effort to meet certain issues raised by the Unsecured Creditor's Committee (0.8); Review and revise glossary of terms to Plan (0.7); Review and analyze proposed trust agreement to be incorporated as an exhibit to the plan (0.6); Review and analyze case law provided by personal injury claimants re issues they perceive re claim resolution procedures (0.7).	2.80	1,106.00
04/24/2017	JMS	Review and revisions to Plan, Disclosure Statement and Trust Agreement.	2.50	775.00
	BTH	Phone conference with Board re status of Plan filing (1.1); Follow up phone conference with J. Young to address final revisions to Plan and Plan documents (.3); Review files and correspondence from various parties in case to make final revisions to Plan, Disclosure Statement and Plan-documents and finalize draft documents for filing (4.7).	6.10	1,799.50
	JFY	Further revisions to plan in order to resolve outstanding issues raised by Unsecured Creditors' Committee and address certain issues raised by client (1.7); Review and revise glossary of defined terms to be included with plan to correspond with recent modifications to plan (0.9); Review and revise trust agreement to plan (1.2); Review and analyze correspondence with Committee counsel and objections and concerns raised by Committee counsel (0.8); Continue to review and analyze case law provided by Committee counsel re its concerns (0.6).	5.20	2,054.00
04/25/2017	BTH	Follow-up tasks related to filing of Plan and related Plan-documents (.8).	0.80	236.00
04/26/2017	BTH	Phone conference with S. Ortiz re potential involvement in mediation process under Plan (.5); Phone conference with J. Young re open issues regarding Plan and Plan documents (.3).	0.80	236.00
	JFY	Review and analyze various modifications to plan and related documents; Correspondence from client re same.	1.00	395.00
04/27/2017	BTH	Research possible revisions and suggestions for trust distribution procedures (.8); Review files and internal work product on strength of claims in carrier litigation (.6).	1.40	413.00
04/28/2017	JMS	Review Trust Distribution procedures.	0.50	155.00
	BTH	Draft proposed mediation/liquidation procedures to attach to the Personal Injury Trust (3.2); Correspondence with parties re revisions to Plan documents (.1).	3.30	973.50
04/29/2017	BTH	Correspondence with CEO regarding claims mediation/liquidation procedures (.1); Review and revise mediation procedures (.6); Correspondence with UCC re claims mediation procedures (.1); Review updated liquidation analysis from H2C and forward the same to parties with comments thereto (.4); Review correspondence from UCC re changes and revisions to Plan documents (.3).	1.50	442.50
	<b>TOTAL SERVICES</b>		116.30	36,934.00
	<b>TOTAL THIS INVOICE</b>			36,934.00
	Previous Balance			\$51,940.28

04/24/2017	Payment received	-10,193.00
05/09/2017	Payment received	-6,640.28
05/09/2017	Payment received	-17,223.47
05/10/2017	Payment received	-15,460.87
	Total Payments	-49,517.62
<b>TOTAL OUTSTANDING INVOICES</b>		<b><u>\$39,356.66</u></b>

Aged Due Amounts			
Stmt Date	Stmt #	Billed	Due
04/11/2017	95734	24,914.00	<u>2,422.66</u>
			<u>2,422.66</u>

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May 12, 2017

Invoice No.: 96087

Terry Odom, CEO  
 Powell Valley Healthcare, Inc.  
 777 Avenue H  
 Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
 11278.015 Employment and Fee Applications

**PROFESSIONAL SERVICES:**

			Hours	
04/11/2017	BTH	Code time entries for interim fee application for March 2017; Draft fee summary and cover sheet for interim fee application.	1.20	354.00
04/19/2017	BTH	Review supplemental order on ordinary course professionals, discuss the same with J. Young, and forward to client.	0.30	88.50
		<b>TOTAL SERVICES</b>	1.50	442.50
		<b>TOTAL THIS INVOICE</b>		442.50
		Previous Balance		\$22,301.00
04/24/2017		Payment received		-1,445.50
05/09/2017		Payment received		-14,404.00
		Total Payments		-15,849.50
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$6,894.00</u>

Aged Due Amounts

<u>Stmt Date</u>	<u>Stmt #</u>	<u>Billed</u>	<u>Due</u>
01/06/2017	94754	1,563.50	590.00
02/10/2017	95137	855.50	855.50
04/11/2017	95735	5,006.00	5,006.00
			<u>6,451.50</u>

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